

*Carol Prest*  
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## BYLAWS

### 1. MEMBERSHIP

- 1.1 An eligible person may apply to the Directors for membership in the society and on acceptance by the Directors shall be a voting member.
- 1.2 Every member shall uphold the Constitution and comply with these Bylaws and shall ensure that their contact information (residential address, email address) is kept up to date with the society.
- 1.3 The amount of the first annual membership dues shall be determined by the Directors and after that the annual membership dues shall be determined at the annual general meeting of the society.
- 1.4 A person shall cease to be a member of the society
  - 1.4.1 by delivering a resignation in writing to the Secretary of the society or by mailing, emailing or delivering it to the address of the society;
  - 1.4.2 on death of a member;
  - 1.4.3 on being expelled;
  - 1.4.4 on having been a member not in good standing for 12 consecutive months.
- 1.5 The Directors may terminate a membership if a member moves residence and fails to provide forwarding contact information to the Secretary within six months of the move.
- 1.6 A member may be expelled by a special resolution of the members passed at a general meeting.
- 1.7 The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- 1.8 The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 1.9 All members are in good standing except a member who has failed to pay the current annual membership fee or any other subscription or debt due and owing to the society and is not in good standing so long as the debt remains unpaid.
- 1.10 Eligible persons for membership are physicians practising or closely allied with the practice of public health and preventive medicine, and physicians in training.

- 1.11 Nominations of other individuals for regular or honorary membership may be considered by the Directors, who may accept such nominees as members. Such members shall have full voting privileges.
- 1.12 The Provincial Health Officer, Deputy Provincial Health Officer(s), and others as determined by the Directors shall be *ex officio* non-voting members.

## 2. MEETINGS

- 2.1 General meetings of the society shall be held at the time and place, in accordance with the *Society Act*, that the Directors decide.
- 2.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 2.3 The Directors may, when they think fit, convene an extraordinary general meeting.
- 2.4 Notice of a general meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that business.

The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

- 2.5 The first annual general meeting of the society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.
- 2.6 The procedures of the meetings such as the planning of the meetings, guidelines for conducting the meetings, record of the meetings, process for developing and proposing resolutions, voting by email or teleconference, and other related procedures may be established by the Directors and must be made available to the members.

### 2.7 Passing a Resolution

- 2.7.1 Resolutions proposed at a meeting must be seconded, and the Chair of a meeting may move or propose a resolution.
- 2.7.2 In case of an equality of votes the Chair shall not have a casting or second vote and the proposed resolution shall not pass.
- 2.7.3 All members in good standing present at a meeting of members are entitled to one vote.
- 2.7.4 Voting is by show of hands or, for teleconference or email, by other procedures as determined by the Directors.
- 2.7.5 Voting by proxy is not permitted.

2.7.6 Resolutions to amend the Constitution or Bylaws are “special resolutions”, and require support of at least 75% of the members present. All other resolutions are “ordinary resolutions”, and require support by at least a simple majority (50% + 1) of the members in attendance.

2.8 Deadlines for Submitting a Resolutions  
“Special resolutions” require at least 14 days notice. Ordinary resolutions do not require a deadline for submission.

2.9 Resolutions are voted on either when they are discussed or during the resolutions section of the meeting.

2.10 Resolutions are voted on by all members present.

### 3. EXECUTIVE OFFICERS

3.1 The Executive Officers shall consist of the Chair, the Past Chair, and the Chair Elect.

3.2 The term of office of the Executive Officer positions shall be two years.

3.3 The Chair Elect shall take over as Chair two years after election, at which time the Past Chair will step down and will be replaced by the outgoing Chair.

3.4 Should an Executive Officer resign or vacate an office, the vacancy shall be temporarily filled by appointment by the Directors, then by election at a time to be called by the Directors, but no later than at the next meeting. The immediate Past Chair shall fill the Chair vacancy on a temporary basis until a replacement Chair is elected.

3.5 The Chair (supported by the Directors and others) shall be responsible for developing the agenda for the meetings, for the organization and timeliness of the meetings, for collecting and distributing the resolutions and action plans and for ensuring follow up of the actions from the meetings.

3.6 The Chair shall ensure the

3.6.1 conducting of the correspondence of the Society;

3.6.2 issuing notices of meetings of the Society and directors.

3.7 The Executive Officers as a group may appoint a Secretary and a Treasurer as needed to assist in the carrying out of Council business, and may remove the Secretary or Treasurer.

3.8 The Secretary shall

3.8.1 keep minutes of all meetings of the society and directors;

3.8.2 have custody of all records and documents of the society except those required to be kept by the Chair or the Treasurer and those authorized by the Directors to be kept by someone else;

3.8.3 maintain the register of members.

- 3.9 The Treasurer shall
- 3.9.1 keep the financial records, including books of account, necessary to comply with the *Society Act*, and
  - 3.9.2 render financial statements to the Directors, members and others when required.
- 3.10 The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary Treasurer.
- 3.11 The members may by special resolution remove an Executive Officer before the expiration of the term of office, and may elect a successor to complete the term of office. This special resolution shall require a majority of 75% of members present at the meeting.

#### 4. DIRECTORS

- 4.1 The Directors may exercise all the powers and do all the acts and things that the society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to
- 4.1.1 all laws affecting the Society;
  - 4.1.2 these bylaws; and
  - 4.1.3 rules, not being inconsistent with these bylaws, which are made from time to time by the Society in general meeting.
- 4.2 No rule, made by the society in general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.
- 4.3 The Chair, Past Chair, Chair Elect, Secretary and Treasurer shall be the Directors of the society.
- 4.4 The number of Directors shall be 5 or a greater number determined from time to time at an Annual General Meeting.
- 4.5 The Directors shall appoint additional Directors as determined in 4.4.
- 4.6 The Directors may at any time and from time to time appoint a member as a Director to fill a vacancy in the Directors.
- 4.7 A Director may resign at any time and if a Director resigns or otherwise ceases to hold office, the remaining Directors shall appoint a member to take the place of the former Director. If the vacancy created is that of Chair, Past Chair, or Chair Elect the replacement appointment shall be temporary until replaced by election at a meeting as determined by the Directors.
- 4.8 No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
- 4.9 The members may by special resolution remove an Executive Officer before the expiration of the term of office, and may elect a successor to complete the term of office.

- 4.10 A Director shall not be remunerated for being or acting as a Director but a Director shall be reimbursed subject to availability of funds and consistent with expense policies of the Council, for all expenses necessarily and reasonably incurred while engaged in the affairs of the society.
- 4.11 Subject to the *Society Act*, in consideration for a person acting as a Director of the Society, such Director, their heirs and personal representatives are indemnified against all costs, charges and expenses, including any amount paid to settle an action or satisfy a judgement, actually and reasonably incurred by them, in a civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a Director, including an action brought by the Society if:
- 4.11.1 the Director acted honestly and in good faith with a view to the best interest of the Society; and
- 4.11.2 in the case of a criminal or administrative action or proceeding the Director had reasonable grounds for believing their conduct was lawful.

## 5. PROCEEDINGS OF DIRECTORS

- 5.1 The Directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- 5.2 A Director may at any time, request a meeting of the Directors, and the Chair shall convene the meeting
- 5.3 The Directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the Directors then in office.
- 5.4 The Chair of the Council shall be chair of all meetings of the directors, but if at a meeting the Chair of the Council is not present within 30 minutes after the time appointed for holding the meeting, the Chair Elect shall act as Chair; but if neither is present the Directors present may choose one of their number to be chair at that meeting.
- 5.5 The Directors may delegate any, but not all, of their powers to committees which may include a Director or Directors.
- A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.
- 5.6 A committee shall elect a chair of its meetings; but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, members of the committee shall choose one of their number to be chair of the meeting.
- 5.7 The members of a committee may meet and adjourn as they think proper.

- 5.8 For a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an annual or other general meeting of members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be constituted, if a quorum of the Directors is present.
- 5.9 A Director who may be unavailable temporarily to perform the duties of a Director may send or deliver to the address of the society a waiver of notice, which may be by letter, electronic mail, fax or other means, of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn:
  - 5.9.1 no notice of meeting of Directors shall be sent to that Director; and
  - 5.9.2 any and all meetings of the Directors of the society, notice of which has not been given to that Director shall, if a quorum of the Directors is present, be valid and effective.
- 5.10 Questions arising at a meeting of the Directors and committee of Directors shall be decided by a majority of votes. In case of an equality of votes the Chair does not have a second vote.
- 5.11 No resolution proposed at a meeting of Directors or committee of Directors need be seconded and the chair of a meeting may move or propose a resolution.
- 5.12 A resolution in writing, signed by all the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors.

## 6. DUES AND BORROWING

- 6.1 Dues shall be determined annually at each Annual General Meeting.
- 6.2 Borrowing is not permitted.

## 7. ELECTIONS

- 7.1 The Chair Elect shall be elected every two years at the Annual General Meeting.
- 7.2 The Executive shall appoint a nominating committee to recruit a nominee or nominees.
- 7.3 At the time of the election nominations shall also be accepted from the floor.
- 7.4 Voting is by secret ballot unless there is only one nominee, in which case the nominee shall be acclaimed.
- 7.5 All members present at the meetings are eligible to vote, no proxy votes are allowed.
- 7.6 For election of the Chair Elect, the nominee receiving the most votes shall be declared as the Chair Elect.
- 7.7 In the case of an equality of votes the Chair shall have the deciding vote.

8. QUORUM

- 8.1 A quorum shall be a simple majority of the membership, but shall never be less than 5 persons present.
- 8.2 If within 30 minutes from the time appointed for a general meeting a quorum is not present the meeting shall be terminated. If at the next general meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present shall constitute a quorum.

9. STANDING COMMITTEES

- 9.1 Standing Committees are appointed by resolution to assist in carrying out the purpose of the organization.
- 9.2 The terms of reference of the Standing Committees shall be submitted to Council for approval.
- 9.3 The Council and its Directors may appoint ad hoc committees as required. Terms of reference shall be ratified by Council.
- 9.4 Council members will be appointed from time to time by Council or its Directors to serve as requested to represent the interests of the Council and to provide professional expertise.
- 9.5 Reports from Standing Committees, ad hoc committees and from appointees shall be made regularly to the Council.

10. CHANGES TO CONSTITUTION AND BYLAWS

- 10.1 A notice of motion to change the constitution and bylaws shall be to the members at least 14 days prior to the next meeting of the Council where the motion is to be presented. Such a motion constitutes a "Special Resolution". A 75% majority vote of the members in attendance at the meeting is required to pass the motion.

11. INTERPRETATION

- 11.1 Robert's "Rules of Order" shall be used for interpretation of procedures to be carried out at meetings of the Council.